

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

Boston Generating, LLC,
et al.,¹

Debtors.

Chapter 11

Case No. 10-14419 (SCC)

Jointly Administered

**DECLARATION OF JEFFREY S. STEIN OF THE GARDEN CITY GROUP, INC.
CERTIFYING THE METHODOLOGY FOR THE TABULATION OF VOTES ON
AND RESULTS OF VOTING WITH RESPECT TO THE SECOND AMENDED JOINT
PLAN OF LIQUIDATION OF BOSTON GENERATING, LLC, ET AL.**

INTRODUCTION

1. I am a Vice President with The Garden City Group, Inc. (“**GCG**”) and have personal knowledge of the facts set forth herein. GCG is a bankruptcy and class action settlement administration firm headquartered in Lake Success, New York.

2. Pursuant to the Order Granting Application to Retain and Employ The Garden City Group, Inc. as Claims and Noticing Agent for the Debtors and Authorizing the Appointment of the Garden City Group, Inc. as Claims and Noticing Agent to the Office of the Clerk of the Court dated August 20, 2010 (Docket No. 48), the Debtors retained GCG to assist the Debtors with, *inter alia*, the solicitation and tabulation of votes in connection with the Second Amended Joint Plan of Liquidation of Boston Generating, LLC, et al., dated July 20, 2011 (Docket No. 867) (the “**Plan**”).²

3. On July 20, 2011, the Debtors filed with this Court the Disclosure Statement for Second Amended Joint Plan of Liquidation of Boston Generating, LLC, et al. (Docket No. 868)

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Boston Generating, LLC (0631); EBG Holdings LLC (3635); Fore River Development, LLC (7933); Mystic I, LLC (0640); Mystic Development, LLC (7940); BG New England Power Services, Inc. (0476); and BG Boston Services, LLC (6921).

² Capitalized terms used and not otherwise defined herein shall have the meaning given to them in the Plan and/or the Solicitation Procedures Order (as hereinafter defined).

(together with all Exhibits thereto, including the Plan, the “**Disclosure Statement**”). On July 20, 2011, the Court entered the Order (A) Approving the Disclosure Statement, (B) Establishing the Voting Record Date, Voting Deadline, and Other Dates, (C) Approving Procedures for Soliciting, Receiving and Tabulating Votes on the Plan and for Filing Objections to the Plan and (D) Approving the Manner and Forms of Notice and Other Related Documents (Docket No. 865) (the “**Solicitation Procedures Order**”), governing, among other things, the solicitation of votes to accept or reject the Plan from the following classes (the “**Voting Classes**”):

CLASS	DESCRIPTION
Class 2	First Lien Facility Secured Claim
Class 3	Other Secured Claims ³
Class 4A	Convenience Claims
Class 4B	General Unsecured Claims

MAILING OF SOLICITATION PACKAGES

4. On July 25, 2011, in accordance with the Solicitation Procedures Order:
 - (a) GCG caused a true and correct copy of each of the following documents to be served via first class mail on the holder of an unclassified Administrative Expense Claim⁴: (i) Notice of (A) Plan Confirmation Hearing, (B) Objection and Voting Deadlines and (C) Solicitation and Voting Procedures (the “**Confirmation Hearing Notice**”); and (ii) Notice of Non-Voting

³ As of the Voting Record Date, there were no claimants in this class entitled to vote. Accordingly, votes were not solicited for Class 3.

⁴ Holders in Class 1 (Other Priority Claims) and holders of Priority Tax Claims were also entitled to receive the documents identified in this subparagraph. However, no such unpaid claims existed as of the Voting Record Date.

Status to Holders of Unclassified Claims and Holders of Unimpaired Claims Deemed to Accept the Plan;

(b) GCG caused a true and correct copy of each of the following documents to be served via first class mail on the parties comprising Class 2 (First Lien Facility Secured Claim): (i) a CD-ROM containing: (A) a cover letter describing the contents of the Solicitation Package (“**Cover Letter**”); (B) the Confirmation Hearing Notice; (C) the Disclosure Statement; and (D) the Solicitation Procedures Order (without exhibits) (“**CD-ROM**”); (ii) a Class 2 Ballot; and (iii) a return envelope addressed to GCG (“**Return Envelope**”);

(c) GCG caused a true and correct copy of each of the following documents to be served via first class mail on the parties comprising Class 4A (Convenience Claims): (i) the CD-ROM; (ii) a Class 4A Ballot; and (iii) a Return Envelope;

(d) GCG caused a true and correct copy of each of the following documents to be served via first class mail on the holders of liquidated Claims in Class 4B (General Unsecured Claims) not subject to objection: (i) the CD-ROM; (ii) a Class 4B Ballot; and (iii) a Return Envelope;

(e) GCG caused a true and correct copy of each of the following documents to be served via first class mail on the holders of unliquidated Claims in Class 4B (General Unsecured Claims) not subject to objection: (i) the CD-ROM; (ii) Notice of Limited Voting Status to Holders of Contingent or Unliquidated Claims for Which No Objection has Been Filed by the Debtors; (iii) a Class 4B Ballot; and (iv) a Return Envelope;

(f) GCG caused a true and correct copy of each of the following documents to be served via first class mail on holders of Claims in Class 4B (General Unsecured Claims) subject to

objection filed by the Debtors: (i) the Confirmation Hearing Notice; and (ii) Notice of Non-Voting Status to Holders of Claims for Which an Objection has Been Filed by the Debtors;

(g) GCG caused a true and correct copy of each of the following documents to be served via first class mail on holders of Claims or Interests in Class 5 (Intercompany Claims), Class 6 (Old Equity Interests) and Class 7 (Old Equity Rights): (i) the Confirmation Hearing Notice; and (ii) Notice of Non-Voting Status to Holders of Class 5 Intercompany Claims, Class 6 Old Equity and Class 7 Old Equity Rights That are Deemed to Reject the Plan;

(h) GCG caused a true and correct copy of each of the following documents to be served via first class mail on all counterparties to the Debtors' remaining executory contracts and unexpired leases that do not have scheduled Claims or Claims based upon filed proofs of claim pending the disposition of their contracts or leases by assumption or rejection (the "**Executory Contract/Lease Parties**") [except for those appearing on the Master Service List maintained by GCG – see subparagraph "(i)", below]: (i) the Confirmation Hearing Notice; and (ii) Notice to Contract and Lease Counterparties;

(i) GCG caused a true and correct copy of each of the following documents to be served via first class mail on all Executory Contract/Lease Parties that appear on the Master Service List maintained by GCG: (i) the CD-ROM and (ii) the Notice to Contract and Lease Counterparties;

(j) GCG caused a true and correct copy of the CD-ROM to be served via first class mail on all parties appearing on the Master Service List maintained by GCG [except those that are also Executory Contract/Lease Parties – see subparagraph "(i)", above]; and

(k) GCG caused a true and correct copy of the Confirmation Hearing Notice to be served via first class mail on all parties in GCG's creditor database that did not fall within any of the categories in the preceding subparagraphs of this paragraph.

See Affidavit of Service, Docket No. 876.

5. GCG promptly complied with all requests for additional or replacement solicitation materials and/or (in the case of parties entitled to vote) Ballots.

TABULATION PROCEDURES

6. Pursuant to the Solicitation Procedures Order, members of the Voting Classes were to return the applicable Ballots to The Garden City Group, Inc., Attn: BG Ballot Processing Center, 5151 Blazer Parkway, Suite A, Dublin, Ohio 43017 so as to be received by GCG no later than 4:00 p.m. (prevailing Eastern Time) on August 22, 2011 (the “**Voting Deadline**”).

7. Upon GCG’s receipt of a Ballot:

(a) GCG personnel opened the envelope containing the Ballot and stamped it with the date and time received. GCG personnel then scanned the Ballot into GCG’s system and assigned a sequential number to the Ballot (the “**Sequence Number**”); and

(b) GCG personnel then entered into a computer database, reserved exclusively for recording votes in these cases, all pertinent information from the Ballot, including the date and time of receipt, Sequence Number, voting dollar amount, acceptance or rejection of the Plan and, for Class 4B Ballots, election to be treated as a Class 4A Convenience Class holder, where applicable.

8. Each Claim within Class 4A and Class 4B (to the extent the Claim was not a First Lien Lenders Deficiency Claim, Second Lien Deficiency Claim or Mezzanine Credit Claim) was temporarily allowed for voting purposes in a dollar amount based upon the following criteria:

(a) If a Claim was deemed Allowed in accordance with the Plan, such Claim was allowed for voting purposes in the deemed Allowed amount set forth in the Plan;

(b) If a Claim was the subject of a timely filed proof of claim (or an untimely proof of claim allowed as timely by the Bankruptcy Court), such Claim was allowed for voting purposes in the amount set forth in the proof of claim, subject to certain exceptions set forth below;

(c) If a Claim was included in the Debtors' Schedules and was not listed (i) in whole or in part, as contingent, unliquidated or disputed; or (ii) in a zero or unknown amount, and as to which a proof of claim was not timely filed, such Claim was allowed for voting purposes in the amount set forth in the Schedules;

(d) If a Claim for which a proof of claim was timely filed was marked, in whole or in part, as contingent or unliquidated and was not subject to an objection filed by the Debtors, such Claim was temporarily allowed for voting purposes at \$1.00;

(e) If a Claim was estimated or otherwise allowed for voting purposes by order of the Court, such Claim was temporarily allowed in the amount so estimated or allowed by the Court;

(f) If the Debtors served and filed an objection to a Claim or any portion thereof, the Claim was temporarily disallowed for voting purposes, except to the extent and in the manner set forth in the objection, unless: (i) the Claim was temporarily allowed for voting purposes pursuant to Bankruptcy Rule 3018(a) and in accordance with the Solicitation Procedures Order; or (ii) on or before the Voting Deadline, the objection to such Claim was withdrawn or resolved in favor of the Creditor asserting the Claim; and

(g) Ballots cast in amounts in excess of their Allowed amount were only counted to the extent of the Creditor's Allowed Claim.

9. In accordance with the Solicitation Procedures Order, each Claim within Classes 2 and 4B (to the extent the Class 4B Claim was a First Lien Lenders Deficiency Claim, Second Lien

Deficiency Claim or Mezzanine Credit Claim) was temporarily allowed for voting purposes in a dollar amount provided to Debtors' counsel by the administrative agent for the subject loan facility, based upon pro rata shares of the total amount of said Claims as set forth in the Plan.

10. In accordance with the Solicitation Procedures Order, the following Ballots were not counted or considered for any purpose in determining whether the Plan was accepted or rejected:

(a) Any Ballot received after the Voting Deadline, unless the Debtors granted an extension of the Voting Deadline in writing with respect to such Ballot;

(b) Any Ballot that was illegible or contained insufficient information to permit the identification of the claimant;

(c) Any Ballot cast by a person or entity that does not hold a Claim in a Class that is entitled to vote to accept or reject the Plan or that is not otherwise entitled to vote to accept or reject the Plan;

(d) Any Ballot cast for a Claim scheduled at zero, in an unknown amount, or, in whole or in part, as unliquidated, contingent, or disputed, and for which no proof of claim was timely filed;

(e) Any Ballot properly completed, executed and timely filed, but (i) indicating both an acceptance and rejection of the Plan, or (ii) partially accepting and partially rejecting the Plan;

(f) Any Ballot submitted by facsimile, telecopy or electronic mail;

(g) Any unsigned Ballot;

(h) Any Ballot sent to the Court, the Debtors, the Debtors' agents/representatives (other than the Voting and Claims Agent), or the Debtors' financial or legal advisors; or

(i) Any Ballot not cast in accordance with the procedures approved in the Solicitation Procedures Order.

11. Pursuant to the Solicitation Procedures Order, GCG tabulated all of the Ballots in accordance with the following procedures and assumptions:

(a) If a Creditor filed duplicate Claims in a given Class, such Creditor was entitled to one Ballot for voting one of their Claims with respect to that Class; and

(b) If a party that was entitled to vote had Claims (either scheduled or filed or both) against more than one of the Debtors based upon the same transaction, said party was entitled to one vote for numerosity purposes in a dollar amount based upon its Claim against one of the Debtors.

12. GCG complied in all respects with the provisions of the Solicitation Procedures Order, including as to provisions thereof not explicitly set forth herein.

13. GCG is in possession of the Ballots received, and the same are available for review during GCG's regular business hours at 5151 Blazer Parkway, Suite A, Dublin, Ohio 43017.

TABULATION RESULTS

14. The results of the tabulation of valid Ballots are set forth below:

CLASS	ACCEPT THE PLAN		REJECT THE PLAN	
	Dollar Amount Voted/ Percentage of Total Dollar Amount	Number of Votes/ Percentage of Number of Votes	Dollar Amount Voted/ Percentage of Total Dollar Amount	Number of Votes/ Percentage of Number of Votes
2	\$63,384,790.96/ 100%	81/ 100%	\$0.00/ 0%	0/ 0%
4A	\$3,661.46/ 100%	1/ 100%	\$0.00/ 0%	0/ 0%
4B	\$721,645,791.31/ 100%	137/ 100%	\$0.00/ 0%	0/ 0%

15. Exhibit A attached hereto sets forth a detailed accounting of the aforesaid tabulations. As authorized by the Solicitations Procedure Order, the names of the Second Lien Facility Lenders have been redacted on Exhibit A.

16. Exhibit B attached hereto sets forth a detailed accounting of all invalid Ballots. In connection therewith, the following entries under “Reasons for Invalid Status” have the following:

(a) “Duplicate” indicates that a voter has cast simultaneous, inconsistent Ballots on account of the same Claim.

(b) “Late” means that the Ballot was received after the Voting Deadline and the Debtors did not waive the defect of untimeliness as to such vote.

(c) “Superseded” means that the Ballot was superseded by a later Ballot cast by the same party on account of the same Claim.

17. In accordance with 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

/s/ Jeffrey S. Stein
Jeffrey S. Stein

Dated: August 24, 2011

EXHIBIT A

Class 2

Ballot ID & Record Holder Name	\$ Value Accepting	\$ Value Rejecting
#37: AMERIPRISE CERTIFICATE COMPANY	\$84,932.44	\$.00
#146: AMMC VII, LIMITED	\$130,548.75	\$.00
#111: ARMSTRONG LOAN FUNDING LTD	\$276,845.53	\$.00
#177: ATLANTIS FUNDING LTD	\$200,548.58	\$.00
#141: AVENUE INVESTMENTS LP	\$6,842,237.20	\$.00
#159: BANK OF AMERICA, NA	\$419,334.14	\$.00
#165: BARCLAYS BANK PLC	\$130,410.35	\$.00
#202: BLT 39 LLC	\$151,433.68	\$.00
#41: CENT CDO 10 LIMITED	\$27,037.87	\$.00
#43: CENT CDO 12 LIMITED	\$59,224.80	\$.00
#44: CENT CDO 14 LIMITED	\$47,851.90	\$.00
#45: CENT CDO 15 LIMITED	\$59,671.43	\$.00
#42: CENT CDO XI LIMITED	\$49,996.95	\$.00
#40: CENTURION CDO 9 LIMITED	\$56,661.64	\$.00
#38: CENTURION CDO VI LTD	\$47,883.66	\$.00
#39: CENTURION CDO VII LIMITED	\$105,748.86	\$.00
#221: CLYDESDALE CLO 2003, LTD	\$73,433.67	\$.00
#219: CLYDESDALE CLO 2005, LTD	\$34,829.76	\$.00
#220: CLYDESDALE STRAT CLO I LTD	\$23,997.73	\$.00
#174: COLE BROOK CBNA LOAN FUNDING LLC	\$32,124.51	\$.00
#36: COLUMBIA STRATEGIC INCOME FUND	\$6,604.65	\$.00
#199: CREDIT SUISSE CAPITAL FUNDING INC.	\$183,078.31	\$.00
#198: CREDIT SUISSE LOAN FUNDING LLC	\$2,095,359.74	\$.00
#22: CVI GVF (LUX) MASTER SARL	\$6,538,880.26	\$.00
#75: DRAWBRIDGE REAL ASSETS FUND (B-IP) LP	\$60,508.48	\$.00
#74: DRAWBRIDGE REAL ASSETS FUND LP	\$495,073.91	\$.00
#106: EASTLAND CLO, LTD.	\$343,948.34	\$.00
#72: FCOF UB SECURITIES LLC	\$572,032.29	\$.00
#65: FCOF UST LLC	\$16,874.59	\$.00
#70: FORTRESS CREDIT FUND II LP	\$2,245.41	\$.00

Class 2

Ballot ID & Record Holder Name	\$ Value Accepting	\$ Value Rejecting
#71: FORTRESS CREDIT FUNDING I LP	\$352,227.12	\$.00
#64: FORTRESS CREDIT FUNDING III LP	\$14,255.89	\$.00
#69: FORTRESS CREDIT INVESTMENTS I LTD	\$455,107.98	\$.00
#68: FORTRESS CREDIT INVESTMENTS II LTD	\$113,776.99	\$.00
#73: FORTRESS CREDIT OPPORTUNITIES I LP	\$1,184,607.44	\$.00
#63: FTS SIP CORP	\$16,874.59	\$.00
#67: FTS SIP L.P.	\$546,022.92	\$.00
#133: GOLDMAN SACHS BANK USA	\$23,175,077.90	\$.00
#112: GRAYSON CLO LTD	\$212,496.37	\$.00
#152: GRUSS GLOBAL INVESTORS MASTER FUND	\$18,687.62	\$.00
#154: GRUSS GLOBAL INVESTORS MASTER FUND, LTD	\$31,440.12	\$.00
#121: HIGHLAND CREDIT OPP CDO LTD.	\$645,719.93	\$.00
#109: HIGHLAND LOAN FUNDING V LTD.	\$246,741.84	\$.00
#120: HIGHLAND OFFSHORE PARTNERS LP	\$64,485.24	\$.00
#122: HIS WILL FOUNDATION	\$292,925.36	\$.00
#115: JASPER CLO LTD	\$37,015.48	\$.00
#126: KATONAH 2007 I CLO LTD	\$54,395.31	\$.00
#127: KATONAH VII CLO LTD	\$98,039.74	\$.00
#128: KATONAH VIII CLO LTD	\$98,039.74	\$.00
#76: LEHMAN COMMERCIAL PAPER INC.	\$126,883.91	\$.00
#107: LIBERTY CLO LTD	\$317,652.43	\$.00
#113: LOAN FUNDING IV LLC	\$179,792.34	\$.00
#118: LOAN FUNDING VII LLC	\$225,102.51	\$.00
#110: LONGHORN CREDIT FUNDING LLC	\$296,496.56	\$.00
#167: MACQUARIE BANK LIMITED	\$43,714.79	\$.00
#139: METROPOLITAN WEST HIGH YIELD BOND FUND	\$232,379.40	\$.00
#137: METROPOLITAN WEST STRATEGIC	\$97,911.56	\$.00
#8: MORGAN STANLEY SENIOR FUNDING INC	\$210,793.20	\$.00
#187: O'CONNOR CAPITAL STR OPP MSTR LTD	\$44,133.67	\$.00
#186: O'CONNOR GLOBAL MULTI-STR ALPHA MST LTD	\$724,794.51	\$.00

Class 2

Ballot ID & Record Holder Name	\$ Value Accepting	\$ Value Rejecting
#135: PICTET FUNDS (LUX)	\$173,664.65	\$.00
#114: RED RIVER CLO, LTD.	\$158,409.23	\$.00
#35: RIVERSOURCE LIFE INSURANCE CO	\$46,965.50	\$.00
#108: ROCKWALL CDO II, LTD	\$65,916.49	\$.00
#116: ROCKWALL CDO LTD	\$191,248.06	\$.00
#7: SILVER OAK CAPITAL LLC	\$7,665,929.93	\$.00
#144: SPECIAL SITUATIONS INVESTING GROUP INC	\$1,990,423.37	\$.00
#148: STONE CREEK PARTNERS, LP	\$140,336.06	\$.00
#117: STRATFORD CLO LTD	\$80,663.55	\$.00
#172: TCW GLOBAL PROJECT FUND II, LTD	\$478,416.92	\$.00
#156: TCW GLOBAL PROJECT FUND III, LTD	\$1,570,416.57	\$.00
#131: TRILOGY PORTFOLIO COMPANY LLC	\$1,189,696.35	\$.00
#195: VALUE CREDIT PARTNERS (OFFSHORE)	\$8,395.19	\$.00
#192: VALUE CREDIT PARTNERS LP - BDL	\$1,408.83	\$.00
#181: VEER CASH FLOW CLO LTD	\$16,479.13	\$.00
#183: VENTURE II CDO 2002 LIMITED	\$16,318.60	\$.00
#182: VISTA LEVERAGED INCOME FUND	\$16,318.60	\$.00
#119: WESTCHESTER CLO LTD	\$28,559.75	\$.00
#171: WHITEHORSE V, LLC	\$130,548.75	\$.00
#62: WORDEN FUND CORP	\$2,664.41	\$.00
#66: WORDEN MASTER FUND LP	\$85,059.13	\$.00

Total for Class 2

Total # of Votes Reported:	81
Total # of Votes Accepting:	81 (100.00%)
Total # of Votes Rejecting:	0 (0.00%)
Total Value in Dollars of Votes Reported:	\$63,384,790.96
Total Value in Dollars Voting to Accept:	\$63,384,790.96 (100.00%)
Total Value in Dollars Voting to Reject:	\$.00 (0.00%)

Class 4A

Ballot ID & Record Holder Name	\$ Value Accepting	\$ Value Rejecting
#1: ISO NEW ENGLAND INC	\$3,661.46	\$.00
Total for Class 4A		
Total # of Votes Reported:	1	
Total # of Votes Accepting:	1 (100.00%)	
Total # of Votes Rejecting:	0 (0.00%)	
Total Value in Dollars of Votes Reported:	\$3,661.46	
Total Value in Dollars Voting to Accept:	\$3,661.46 (100.00%)	
Total Value in Dollars Voting to Reject:	\$.00 (0.00%)	

Class 4B

Ballot ID & Record Holder Name	\$ Value Accepting	\$ Value Rejecting	Convenience Election
#16: ALGONQUIN GAS TRANSMISSION LLC	\$10,000,000.00	\$.00	
#26: AMERIPRISE CERTIFICATE COMPANY	\$43,947.00	\$.00	
#145: AMMC VII, LIMITED	\$67,550.00	\$.00	
#164: ANCHORAGE CAPITAL MASTER OFFSHORE, LTD.	\$37,082,202.27	\$.00	
#94: ARMSTRONG LOAN FUNDING LTD	\$143,249.00	\$.00	
#176: ATLANTIS FUNDING LTD	\$103,771.00	\$.00	
#140: AVENUE INVESTMENTS LP	\$3,540,408.00	\$.00	
#161: BANK OF AMERICA, N.A.	\$1,080,293.06	\$.00	
#160: BANK OF AMERICA, N.A.	\$12,228,867.38	\$.00	
#157: NAME HAS BEEN REDACTED	\$4,950,000.00	\$.00	
#158: BANK OF AMERICA, NA	\$216,978.00	\$.00	
#163: BARCLAY BANK PLC	\$67,479.00	\$.00	
#10: BARRY SULLIVAN	\$1.00	\$.00	
#210: NAME HAS BEEN REDACTED	\$346,500.00	\$.00	
#211: NAME HAS BEEN REDACTED	\$420,750.00	\$.00	
#209: NAME HAS BEEN REDACTED	\$445,500.00	\$.00	
#207: BATTERY PK HI YIELD LONG SHORT FUND, LTD	\$106,727.89	\$.00	

Class 4B

Ballot ID & Record Holder Name	\$ Value Accepting	\$ Value Rejecting	Convenience Election
#206: BATTERY PK HI YIELD OPP MASTER FUND, LTD	\$142,303.84	\$.00	
#201: BLT 39 LLC	\$78,357.00	\$.00	
#213: NAME HAS BEEN REDACTED	\$445,500.00	\$.00	
#30: CENT CDO 10 LIMITED	\$13,990.00	\$.00	
#32: CENT CDO 12 LIMITED	\$30,645.00	\$.00	
#33: CENT CDO 14 LIMITED	\$24,760.00	\$.00	
#34: CENT CDO 15 LIMITED	\$30,876.00	\$.00	
#31: CENT CDO XI LTD	\$25,870.00	\$.00	
#29: CENTURION CDO 9 LIMITED	\$29,319.00	\$.00	
#27: CENTURION CDO VI LTD	\$24,777.00	\$.00	
#28: CENTURION CDO VII LIMITED	\$54,718.00	\$.00	
#216: CLYDESDALE CLO 2003, LTD	\$37,997.00	\$.00	
#218: CLYDESDALE CLO 2005, LTD	\$18,022.00	\$.00	
#217: CLYDESDALE STRATEGIC CLO I, LTD	\$12,417.00	\$.00	
#175: COLE BROOK CBNA LOAN FUNDING LLC	\$16,622.00	\$.00	Y
#25: COLUMBIA STRATEGIC INCOME FUND	\$3,417.00	\$.00	
#200: CREDIT SUISSE CAPITAL FUNDING INC.	\$94,731.00	\$.00	
#197: CREDIT SUISSE LOAN FUNDING LLC	\$1,084,211.00	\$.00	
#196: NAME HAS BEEN REDACTED	\$1,485,000.19	\$.00	
#21: CVI GVF (LUX) MASTER S.A.R.L.	\$3,383,441.00	\$.00	
#20: NAME HAS BEEN REDACTED	\$78,294,673.71	\$.00	
#19: CVI GVF (LUX) MASTER S.A.R.L.	\$42,463,490.39	\$.00	
#23: DAVID SHEFFEY	\$1.00	\$.00	
#59: DRAWBRIDGE REAL ASSETS FUND (BIP) LP	\$31,309.00	\$.00	
#85: DRAWBRIDGE REAL ASSETS FUND (B-IP) LP	\$1,861,069.70	\$.00	
#78: NAME HAS BEEN REDACTED	\$415,032.12	\$.00	
#79: NAME HAS BEEN REDACTED	\$3,395,748.52	\$.00	
#58: DRAWBRIDGE REAL ASSETS FUND LP	\$256,168.00	\$.00	
#84: DRAWBRIDGE REAL ASSETS FUND LP	\$15,227,073.38	\$.00	
#87: DRAWBRIDGE SPECIAL OPP FUND LTD	\$7,102,906.51	\$.00	

Class 4B

Ballot ID & Record Holder Name	\$ Value Accepting	\$ Value Rejecting	Convenience Election
#86: DRAWBRIDGE SPECIAL OPPORTUNITIES FUND LP	\$28,411,625.94	\$.00	
#92: EASTLAND CLO, LTD.	\$177,971.00	\$.00	
#88: NAME HAS BEEN REDACTED	\$23,665,164.64	\$.00	
#82: FCOF UB SECURITIES LLC	\$106,118,340.71	\$.00	
#56: FCOF UB SECURITIES LLC	\$295,989.00	\$.00	
#49: FCOF UST LLC	\$8,731.00	\$.00	
#55: FORTRESS CREDIT FUNDING I LP	\$182,254.00	\$.00	
#54: FORTRESS CREDIT FUNDING II LP	\$1,162.00	\$.00	
#48: FORTRESS CREDIT FUNDING III LP	\$7,376.00	\$.00	
#52: FORTRESS CREDIT INVESTMENT II LTD	\$58,872.00	\$.00	
#53: FORTRESS CREDIT INVESTMENTS I LTD	\$235,488.00	\$.00	
#46: NAME HAS BEEN REDACTED	\$6,336,000.00	\$.00	
#80: NAME HAS BEEN REDACTED	\$1,584,000.00	\$.00	
#57: FORTRESS CREDIT OPPORTUNITIES I LP	\$612,957.00	\$.00	
#47: FTS SIP CORP	\$8,731.00	\$.00	
#81: FTS SIP L.P.	\$39,345,692.33	\$.00	
#61: NAME HAS BEEN REDACTED	\$8,774,376.64	\$.00	
#51: FTS SIP L.P.	\$282,531.00	\$.00	
#5: GARY L SCHULTZ	\$1.00	\$.00	Y
#90: GRAYSON CLO LTD	\$109,953.00	\$.00	
#149: NAME HAS BEEN REDACTED	\$3,030,687.00	\$.00	
#153: GRUSS GLOBAL INVESTORS MASTER FUND	\$9,670.00	\$.00	
#151: GRUSS GLOBAL INVESTORS MASTER FUND, LTD	\$16,268.00	\$.00	
#150: NAME HAS BEEN REDACTED	\$2,909,313.00	\$.00	
#104: HIGHLAND CREDIT OPPORTUNITIES CDO LTD	\$334,118.00	\$.00	
#102: HIGHLAND LOAN FUNDING V LTD.	\$127,673.00	\$.00	
#100: HIGHLAND OFFSHORE PARTNERS LP	\$33,367.00	\$.00	
#123: HIS WILL FOUNDATION	\$151,570.00	\$.00	
#14: JACOB WORENKLEIN	\$1.00	\$.00	
#11: JAMES G UTT	\$1.00	\$.00	

Class 4B

Ballot ID & Record Holder Name	\$ Value Accepting	\$ Value Rejecting	Convenience Election
#97: JASPER CLO LTD	\$19,153.00	\$.00	
#147: JERRY THURMOND	\$1.00	\$.00	
#15: KATHLEEN ANN LOGAN	\$1.00	\$.00	Y
#125: KATONAH 2007 I CLO LTD	\$28,146.00	\$.00	
#130: KATONAH VII LTD	\$50,729.00	\$.00	
#129: KATONAH VIII CLO LTD	\$50,729.00	\$.00	
#77: LEHMAN COMMERCIAL PAPER INC.	\$65,654.00	\$.00	
#96: LIBERTY CLO LTD	\$164,364.00	\$.00	
#95: LOAN FUNDING IV LLC	\$93,031.00	\$.00	
#99: LOAN FUNDING VII LLC	\$116,476.00	\$.00	
#93: LONGHORN CREDIT FUNDING LLC	\$153,418.00	\$.00	
#168: MACQUARIE BANK LIMITED	\$22,620.00	\$.00	
#3: MARK B TRESNOWSKI	\$1.00	\$.00	
#18: NAME HAS BEEN REDACTED	\$94,485,523.18	\$.00	
#17: NAME HAS BEEN REDACTED	\$28,143,796.82	\$.00	
#138: METROPOLITAN WEST HIGH YIELD BOND FUND	\$120,241.00	\$.00	
#136: METROPOLITAN WEST STRATEGIC	\$50,663.00	\$.00	
#9: MORGAN STANLEY SENIOR FUNDING INC	\$109,072.00	\$.00	
#203: NOMURA US ATTR YIELD CORP BOND MOTHER F	\$284,607.70	\$.00	
#212: NAME HAS BEEN REDACTED	\$1,361,250.00	\$.00	
#185: O'CONNOR CAPITAL STR OPP MSTR LTD	\$22,836.00	\$.00	
#184: O'CONNOR GLOBAL MULTI-STR ALPHA MST LTD	\$375,034.00	\$.00	
#4: PATRICK C EILERS	\$1.00	\$.00	
#134: PICTET FUNDS (LUX)	\$89,860.00	\$.00	
#194: R3 CAPITAL PARTNERS MASTER L P	\$3,829.00	\$.00	
#91: RED RIVER CLO, LTD.	\$81,966.00	\$.00	
#24: RIVERSOURCE LIFE INSURANCE COMPANY	\$24,302.00	\$.00	
#101: ROCKWALL CDO II, LTD	\$34,107.00	\$.00	
#103: ROCKWALL CDO LTD	\$98,958.00	\$.00	
#2: RYAN M ROBERTS	\$1.00	\$.00	

Class 4B

Ballot ID & Record Holder Name	\$ Value Accepting	\$ Value Rejecting	Convenience Election
#215: NAME HAS BEEN REDACTED	\$99,000.00	\$.00	
#189: SERENGETI OPPORTUNITIES MM LP	\$67,191,241.09	\$.00	
#188: SERENGETI OPPORTUNITIES PARTNERS LP	\$15,074,117.05	\$.00	
#162: SILVER OAK CAPITAL LLC	\$3,966,615.00	\$.00	
#6: SILVER OAK CAPITAL, LLC	\$45,508,139.21	\$.00	
#142: SPECIAL SITUATIONS INVESTING GROUP, INC	\$1,029,913.00	\$.00	
#143: SPECIAL SITUATIONS INVESTING GROUP, INC.	\$4,269,115.66	\$.00	
#166: SPRAGUE ENERGY CORP	\$1,688,727.52	\$.00	
#208: NAME HAS BEEN REDACTED	\$99,000.00	\$.00	
#205: STICHTING PENSIOENFONDS HOOGOVS (SPH)	\$35,575.94	\$.00	
#124: STONE CREEK PARTNERS LP	\$72,615.00	\$.00	
#105: STRATFORD CLO LTD	\$41,738.00	\$.00	
#155: TCW GLOBAL PROJECT FUND II, LTD	\$247,549.00	\$.00	
#173: TCW GLOBAL PROJECT FUND III, LTD	\$812,587.00	\$.00	
#214: NAME HAS BEEN REDACTED	\$495,000.00	\$.00	
#204: THE REGENTS OF THE UNIVERSITY OF CALIF	\$142,303.84	\$.00	
#132: TRILOGY PORTFOLIO COMPANY LLC	\$615,590.00	\$.00	
#190: VALUE CREDIT PARTNERS (OFFSHORE)	\$4,344.00	\$.00	
#191: VALUE CREDIT PARTNERS, LP	\$729.00	\$.00	
#178: VEER CASH FLOW CLO LTD	\$8,527.00	\$.00	Y
#180: VENTURE II CDO 2002 LIMITED	\$8,444.00	\$.00	Y
#179: VISTA LEVERAGED INCOME FUND	\$8,444.00	\$.00	Y
#98: WESTCHESTER CLO LTD	\$14,778.00	\$.00	
#170: NAME HAS BEEN REDACTED	\$990,000.00	\$.00	
#169: WHITEHORSE V, LLC	\$67,550.00	\$.00	
#12: WILLIAM H WOLF	\$1.00	\$.00	Y
#60: WORDEN FUND CORP	\$1,379.00	\$.00	
#89: NAME HAS BEEN REDACTED	\$601,702.22	\$.00	
#50: WORDEN MASTER FUND LP	\$44,013.00	\$.00	

Class 4B			
Ballot ID & Record Holder Name	\$ Value Accepting	\$ Value Rejecting	Convenience Election
#83: WORDEN MASTER FUND, LP	\$2,698,127.86	\$.00	
Total for Class 4B			
Total # of Votes Reported:	137		
Total # of Votes Accepting:	137 (100.00%)		
Total # of Votes Rejecting:	0 (0.00%)		
Total Value in Dollars of Votes Reported:	\$721,645,791.31		
Total Value in Dollars Voting to Accept:	\$721,645,791.31 (100.00%)		
Total Value in Dollars Voting to Reject:	\$.00 (0.00%)		

EXHIBIT B

Class 2

Ballot ID & Voter Name	Reason for Invalid Status	Ballot Value	Vote
# 226 : FRANKLIN MUTUAL ADVISERS, LLC	Late	\$1,056,042.72	Accept
# 227 : ROYAL BANK OF SCOTLAND PLC	Late	\$426,897.91	Accept
Total for Class 2		\$1,482,940.63	

Class 4B

Ballot ID & Voter Name	Reason for Invalid Status	Ballot Value	Vote
# 225 : FRANKLIN MUTUAL ADVISERS, LLC	Late	\$546,433.00	Accept
# 13 : KATHLEEN ANN LOGAN	Superseded	\$1.00	Accept
# 193 : R3 CAPITAL PARTNERS MASTER L P	Duplicate	\$3,829.00	Accept
# 228 : ROYAL BANK OF SCOTLAND PLC	Late	\$220,892.00	Accept
# 224 : SEI GLOBAL MASTER FUND PLC	Late	\$35,575.94	Accept
# 223 : SEI INSTITUTIONAL INVESTMENT TRUST	Late	\$177,879.82	Accept
# 222 : SEI INSTITUTIONAL MANAGED TRUST	Late	\$213,455.82	Accept
# 229 : THE ROYAL BANK OF SCOTLAND PLC	Late	\$2,227,500.00	Accept
Total for Class 4B		\$3,425,566.58	